

## Cayman Islands Tax Considerations

Under existing Cayman Islands laws:

- (i) payments on the Securities will not be subject to taxation in the Cayman Islands and no withholding will be required on such payments to any holder of a Security and gains derived from the sale or other disposition of Securities will not be subject to Cayman Islands income or corporation tax. The Cayman Islands currently have no income, corporation or capital gains tax and no estate duty, inheritance tax or gift tax; and
- (ii) no stamp duty is payable on the issue of the Securities. The holder of any Notes (or a legal personal representative of such holder) whose Notes are brought into the Cayman Islands may in certain circumstances be liable to pay stamp duty imposed under the laws of the Cayman Islands in respect of such Notes. An instrument transferring title to the Notes or an agreement to transfer the Preferred Shares, if executed in the Cayman Islands or, if brought into the Cayman Islands after execution, on entry into the Cayman Islands would be subject to a nominal stamp duty.

The Issuer has been incorporated under the laws of the Cayman Islands as an exempted company and, as such, has obtained an undertaking from the Governor in Cabinet of the Cayman Islands in the following form:

“The Tax Concessions Law  
(1999 Revision)  
Undertaking as to Tax Concessions

In accordance with Section 6 of The Tax Concessions Law (1999 Revision), the Governor in Cabinet undertakes with:

ING IM CLO 2011-1 Ltd. “the Company”

- (a) that no Law which is hereafter enacted in the Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations; and
- (b) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable
  - (i) on or in respect of the shares debentures or other obligations of the Company; or
  - (ii) by way of the withholding in whole or in part of any relevant payment as defined in Section 6(3) of the Tax Concessions Law (1999 Revision).

These concessions shall be for a period of TWENTY years from the 1st day of March 2011.

Governor in Cabinet”

In the event that Cayman Islands law were to change so that the Issuer were required to withhold tax from payments on the Securities, the Issuer would be responsible for withholding such tax, but would not be responsible to make “gross-up” payments to holders of the Securities.

The Cayman Islands does not have an income tax treaty arrangement with the U.S.

THE PRECEDING DISCUSSION IS ONLY A SUMMARY OF CERTAIN OF THE TAX IMPLICATIONS OF AN INVESTMENT IN SECURITIES. PROSPECTIVE INVESTORS ARE URGED TO CONSULT WITH THEIR TAX ADVISERS PRIOR TO INVESTING TO DETERMINE THE TAX IMPLICATIONS OF SUCH INVESTMENT, BOTH GENERALLY AND IN LIGHT OF THEIR OWN CIRCUMSTANCES.